

EXHIBIT 3

CHAMBERS

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Co-Lead Counsel for the Direct Purchaser Plaintiffs

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE TFT-LCD (FLAT PANEL)
ANTITRUST LITIGATION

Master File No. M 07-1827 SI

MDL No. 1827

This Document Relates To:

ALL DIRECT PURCHASER ACTIONS

**[PROPOSED] ORDER GRANTING DIRECT
PURCHASER CLASS PLAINTIFFS'
MOTION FOR THE ADVANCEMENT OF
LITIGATION EXPENSES FROM
SETTLEMENT FUNDS**

Date: February 17, 2011
Time: 4:00 p.m.
Ctmm: 10, 19th Floor
The Honorable Susan Illston

On December 27, 2010, the Class Counsel for Direct Purchaser Plaintiffs ("Class Counsel") filed a Motion for the Advancement of Litigation Expenses from Settlement Funds. Upon consideration of the Motion, all related filings, and the statements of counsel and the parties, the Court finds that the motion should be GRANTED. The Court finds that:

1. All parties and class members were given adequate notice of the timing and amount of this request for advanced litigation expenses, and have had opportunity to comment on

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1 or to oppose the Motion.

2 2. The advanced litigation funds will benefit direct purchaser class members
3 by assisting Class Counsel to prosecute this case effectively.

4 3. The Court has granted final approval to the direct purchaser class plaintiffs'
5 settlements with Chunghwa Picture Tubes, Ltd., Epson Imaging Devices Corporation, and Epson
6 Electronics America, Inc.

7 4. A settlement fund of \$17,000,000 has been established from these
8 settlements and is held in an interest-bearing escrow account.

9 5. Under Federal Rules of Civil Procedure 23(h) and 54(d), costs reasonably
10 and necessarily incurred by class counsel for the effective prosecution of a case may be
11 reimbursed from settlement funds. For the same reason, a Court may order that money for future
12 litigation expenses, reasonably and necessarily incurred on behalf of a class, be advanced from
13 settlement funds negotiated on behalf of the class. *See Boeing Co. v. Van Gemert*, 444 U.S. 472,
14 478 (1980) (endorsing the common-fund doctrine).

15 NOW, THEREFORE, IT IS ORDERED THAT:

16 A. Class counsel shall be advanced \$3,000,000.00 to be used exclusively for
17 future litigation expenses incurred by Class Counsel on behalf of direct purchaser class plaintiffs
18 ("plaintiffs") in this case.

19 B. This advancement of funds shall be set aside from the \$17,000,000
20 Settlement Fund. Class Counsel may withdraw money in small amounts, from time to time, in
21 their discretion, to pay expenses incurred as they prepare for and try this case. Any excess funds
22 advanced to Class Counsel and not used will remain in the Settlement Fund.

23 C. Upon final resolution of this case or upon Class Counsel's request for
24 reimbursement of expenses (whichever occurs first), any excess funds advanced to Class Counsel
25 but not expended on litigation expenses on behalf of direct purchaser class plaintiffs shall remain
26 in the Settlement Fund.

1 D. Upon request of the Court, Class Counsel shall fully account to the Court
2 *in camera* for all litigation expenses incurred and paid, as frequently and with as much detail as
3 the Court shall require.

4 For Good Cause Showing, IT IS SO ORDERED.

5 Dated: 2/17/11


HON. SUSAN ILLSTON
UNITED STATES DISTRICT JUDGE